

EXHIBIT B

From: Tanya de la Fuente Holland [mailto:Tanya.delaFuenteHolland@sandisk.com]
Sent: Friday, July 13, 2007 10:03 AM
To: CHAPEROT, IVAN (IVAN)
Cc: Lippetz, Gregory; Taffet, Richard S.
Subject: July 26 meeting

Ivan,

As you know, we are scheduled to meet in our offices in Milpitas on July 26. In advance of that meeting, we thought we would make sure that there is no misunderstanding as to where we each stand.

Based on your communications to date, and in particular your email of June 12, 2007, as well as Alcatel-Lucent's litigation conduct in connection with the '457 and '080 patents, it is clear that Alcatel-Lucent's position is that SanDisk requires a license with respect to those patents. This position is obviously based on your conclusion that SanDisk is infringing one or more of the claims of the patents. Indeed, your June 12 email makes it clear that in Alcatel-Lucent's view such a license is necessary at least in connection with claims 1, 5 and 10 of the '457 patent, and claims 1, 3 and 4 of the '080 patent. There is also no doubt based upon Alcatel-Lucent's efforts to enforce these patents through litigation, that absent SanDisk's agreement to a license, it, too, would be faced with defending itself in court.

SanDisk does not agree with Alcatel-Lucent's position. Based upon our current information, we do not believe that there is any need to obtain a license from Alcatel-Lucent in connection with either the '457 and '080 patents. Moreover, in light of the circumstances, and because of the clear threat that Alcatel-Lucent will commence legal proceedings against SanDisk, SanDisk will be filing today a declaratory judgment action in connection with the '457 and '080 patents in the United States District Court for the Northern District of California.

We nonetheless remain available to meet with you on July 26 in our offices to discuss this matter further. SanDisk is willing to hold such discussions subject to Federal Rule of Evidence 408, but it is not prepared to enter into a non-disclosure agreement of any kind in connection with such meeting or future discussions.

Kindly advise at your earliest opportunity if you would like to proceed with the meeting on July 26.

This communication is without prejudice to or waiver of any rights or remedies that SanDisk may have in connection with this matter.

Sincerely,

Tanya de la Fuente Holland

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